

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.¹

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3284-LTS

PUERTO RICO SALES TAX FINANCING
CORPORATION ("COFINA"),

Debtor.

-----X

**COVER SHEET TO TENTH MONTHLY FEE APPLICATION OF O'NEILL &
BORGES LLC FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,
AS REPRESENTATIVE OF DEBTOR, PUERTO RICO SALES TAX
FINANCING CORPORATION FOR THE PERIOD OF
FEBRUARY 1, 2018 THROUGH FEBRUARY 28, 2018**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	February 1, 2018 through February 28, 2018
Amount of compensation sought as actual, reasonable and necessary:	\$78.30
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$78.30

This is a: X monthly ___ interim ___ final application

This is O&B's tenth monthly fee application in these cases.

On May 22, 2018 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. González
FOMB Board Member

and

Proskauer Rose LLP,
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.
Ehud Barak, Esq.,

and

Proskauer Rose LLP
70 West Madison Street
Chicago, IL 60602
Attn: Paul V. Possinger, Esq.

Fee Examiner:

Godfrey & Kahn, S.C.
Attn: Brady C. Williamson
bwilliam@gklaw.com

**Co-Counsel for the Official Committee of
Unsecured Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despina, Esq.
Andrew V. Tenzer, Esq.
Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.

and

Casillas, Santiago & Torres, LLC
El Caribe Office Building
53 Palmeras Street, Suite 1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Diana M. Batlle-Barasorda, Esq.
Alberto J.E. Afeses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Pérez, Esq.

Office of United States Trustee:

Office of the United States Trustee
for the District of Puerto Rico
Edificio Ochoa
500 Tanca Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)
and
Office of the United States Trustee for Region 21
75 Spring Street, SW, Room 362
Atlanta, GA 30303
Attn: Guy G. Gebhart
Acting United States Trustee (Region 21)
(In re: Commonwealth of Puerto Rico)

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
919 Third Avenue
New York, NY 1022-3908
Attn: Robert Gordon, Esq.
Richard Levin, Esq.
And
Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18
416 Ave. Ponce de León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequiera, Esq.

COFINA TITLE III

Summary of Legal Fees for the Period February 1 through February 28, 2018

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$290.00	0.30	\$ 87.00
Totals				0.30	\$ 87.00
Less: 10% Courtesy discount					\$ (8.70)
SUMMARY OF LEGAL FEES					\$ 78.30

COFINA TITLE III

Summary of Disbursements for the Period February 1 through February 28, 2018

Description - Expenses	Amounts
	\$ -
Totals	\$ -
SUMMARY OF DISBURSEMENTS	\$ -

COFINA TITLE III

Summary of Legal Fees for the Period February 1 through February 28, 2018

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
209	Adversary Proceeding	0.30	\$ 87.00
			<u>\$ 87.00</u>
	Less: 10% Courtesy Discount		\$ (8.70)
	TOTALS	0.30	\$ 78.30

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$70.47, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$70.47.

Exhibit A

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

FOMB IN RE COFINA TITLE III

March 6, 2018
Bill #: 319874
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
February 28, 2018:

Client.Matter: P1702 - 801

RE: 17-00133-LTS BANK OF N.Y. MELLON V. COFINA-CGB

Total Professional Services	\$ 87.00
VOLUME DISCOUNT	<u>\$ -8.70</u>
Net Professional Services	\$ 78.30
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 78.30

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

Client.Matter: P1702 . 801

RE: 17-00133-LTS BANK OF N.Y. MELLON V. COFINA-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
2/07/18	HDB	209	Review Motion and proposed Order by Franklin Group for dismissal of complaint.	.20	290.00	58.00
2/12/18	HDB	209	Review Order for Voluntary Dismissal of the Franklin Funds.	.10	290.00	29.00

TOTAL PROFESSIONAL SERVICES \$ 87.00

VOLUME DISCOUNT \$ -8.70

NET PROFESSIONAL SERVICES: \$ 78.30

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.30	290.00	87.00
Total	.30		\$ 87.00

TOTAL THIS INVOICE \$ 78.30

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.¹

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3284-LTS

PUERTO RICO SALES TAX FINANCING
CORPORATION ("COFINA"),

Debtor.

-----X

**Cover SHEET TO ELEVENTH MONTHLY FEE APPLICATION OF O'NEILL &
BORGES LLC FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO THE
FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,
AS REPRESENTATIVE OF DEBTOR, PUERTO RICO SALES TAX
FINANCING CORPORATION FOR THE PERIOD OF
MARCH 1, 2018 THROUGH MARCH 31, 2018**

¹ The Debtors in these Title III Cases, along with each Debtor's respective title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	March 1, 2018 through March 31, 2018
Amount of compensation sought as actual, reasonable and necessary:	\$1,125.45
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$1,125.45

This is a: X monthly ___ interim ___ final application

This is O&B's eleventh monthly fee application in these cases.

On May 22, 2018 sent to:

FOMB:

Financial Oversight and Management Board
40 Washington Square South
Office 314A
New York, NY 10012
Attn: Professor Arthur J. González
FOMB Board Member

and

Proskauer Rose LLP,
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.
Ehud Barak, Esq.,

and

Proskauer Rose LLP
70 West Madison Street
Chicago, IL 60602
Attn: Paul V. Possinger, Esq.

Fee Examiner:

Godfrey & Kahn, S.C.
Attn: Brady C. Williamson
bwilliam@gklaw.com

**Co-Counsel for the Official Committee of
Unsecured Creditors:**

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despina, Esq.
Andrew V. Tenzer, Esq.
Michael E. Comerford, Esq.
G. Alexander Bongartz, Esq.

and

Casillas, Santiago & Torres, LLC
El Caribe Office Building
53 Palmeras Street, Suite 1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.
Diana M. Batlle-Barasorda, Esq.
Alberto J.E. Añeses Negrón, Esq.
Ericka C. Montull-Novoa, Esq.

Counsel for AAFAP:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq.
Suzanne Uhland, Esq.
Diana M. Pérez, Esq.

Office of United States Trustee:

Office of the United States Trustee
for the District of Puerto Rico
Edificio Ochoa
500 Tanca Street, Suite 301
San Juan, PR 00901
(In re: Commonwealth of Puerto Rico)

and

Office of the United States Trustee for Region 21
75 Spring Street, SW, Room 362
Atlanta, GA 30303
Attn: Guy G. Gebhart
Acting United States Trustee (Region 21)
(In re: Commonwealth of Puerto Rico)

Co-Counsel for the Official Committee of Retirees:

Jenner & Block LLP
919 Third Avenue
New York, NY 10022-3908
Attn: Robert Gordon, Esq.
Richard Levin, Esq.

And

Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18
416 Ave. Ponce de León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq.

COFINA TITLE III

Summary of Legal Fees for the Period March 1 through March 31, 2018

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$290.00	1.50	\$ 435.00
Pedro R. Pierluisi	Member	Corporate	\$395.00	0.90	\$ 355.50
Emiliano Trigo Fr	Associate	Corporate	\$200.00	2.30	\$ 460.00

Totals **4.70** **\$ 1,250.50**

Less: 10% Courtesy discount **\$ (125.05)**

SUMMARY OF LEGAL FEES	\$ 1,125.45
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COFINA TITLE III

Summary of Disbursements for the Period March 1 through March 31, 2018

Description - Expenses	Amounts
	\$ -

Totals **\$ -**

SUMMARY OF DISBURSEMENTS	\$ -
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COFINA TITLE III

Summary of Legal Fees for the Period March 1 through March 31, 2018

Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$290.00	1.50	\$ 435.00
Pedro R. Pierluisi	Member	Corporate	\$395.00	0.90	\$ 355.50
Emiliano Trigo Fr	Associate	Corporate	\$200.00	2.30	\$ 460.00

Totals 4.70 \$ 1,250.50

Less: 10% Courtesy discount \$ (125.05)

SUMMARY OF LEGAL FEES	\$ 1,125.45
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COFINA TITLE III

Summary of Disbursements for the Period March 1 through March 31, 2018

Description - Expenses	Amounts
	\$ -

Totals \$ -

SUMMARY OF DISBURSEMENTS	\$ -
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O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$1,012.91, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$1,012.91.

Exhibit A

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

FOMB IN RE COFINA TITLE III

April 10, 2018
Bill #: 324092
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
March 31, 2018:

Client.Matter: P1702 - 0

RE: GENERAL

Total Professional Services	\$ 795.50
Less Discount	<u>\$ -79.55</u>
Net Professional Services	\$ 715.95
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 715.95

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1702 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
3/13/18	PRP	210	Review and analyze potential framework for restructuring of COFINA debt.	.90	395.00	355.50
3/13/18	ETF	201	Review COFINA settlement framework deck. (.90) Debt subcommittee call. (1.30)	2.20	200.00	440.00

TOTAL PROFESSIONAL SERVICES \$ 795.50

Less Discount \$ -79.55

NET PROFESSIONAL SERVICES: \$ 715.95

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
PEDRO R. PIERLUISI	.90	395.00	355.50
EMILIANO TRIGO FRITZ	2.20	200.00	440.00
Total	3.10		\$ 795.50

TOTAL THIS INVOICE \$ 715.95

IN ACCOUNT WITH

O'NEILL & BORGES LLC

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

FOMB IN RE COFINA TITLE III

April 10, 2018
Bill #: 324135
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
March 31, 2018:

Client.Matter: P1702 - 2

RE: GENERAL

Total Professional Services	\$ 455.00
VOLUME DISCOUNT	<u>\$ -45.50</u>
Net Professional Services	\$ 409.50
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 409.50

IN ACCOUNT WITH

250 AVE MUÑOZ RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

Client.Matter: P1702 . 2
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
3/13/18	HDB	210	Tel. conf. with Debt Restructuring Subcommittee regarding alternatives to restructure COFINA.	1.20	290.00	348.00
3/19/18	ETF	210	Email exchanges with Proskauer regarding SUT reduction in proposed tax reform.	.10	200.00	20.00
3/20/18	HDB	210	Review proposed language regarding SUT modification in connection with proposed tax bill.	.30	290.00	87.00

TOTAL PROFESSIONAL SERVICES \$ 455.00

VOLUME DISCOUNT \$ -45.50

NET PROFESSIONAL SERVICES: \$ 409.50

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	1.50	290.00	435.00
EMILIANO TRIGO FRITZ	.10	200.00	20.00
Total	1.60		\$ 455.00

TOTAL THIS INVOICE \$ 409.50

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.¹

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3284-LTS

PUERTO RICO SALES TAX FINANCING
CORPORATION (“COFINA”),

Debtor.

-----X

**COVER SHEET TO TWELFTH MONTHLY FEE APPLICATION OF
O’NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR
PUERTO RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO SALES
TAX FINANCING CORPORATION FOR THE PERIOD OF
APRIL 1, 2018 THROUGH APRIL 30, 2018**

¹ The Debtors in these Title III Cases, along with each Debtor’s respective title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	April 1, 2018 through April 30, 2018
Amount of compensation sought as actual, reasonable and necessary:	\$536.20
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$51.30
Total amount for this invoice:	\$577.80

This is a: X monthly ___ interim ___ final application

This is O&B's twelfth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for April 2018.

Jaime A. El Koury
General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On July 9, 2018 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.,
mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
70 West Madison Street, Chicago, IL 60602
Attn: Paul V. Possinger, Esq.,
ppossinger@proskauer.com

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq., jrapisardi@omm.com
Suzanne Uhlund, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

Counsel for PR Fiscal Agency and Financial Advisory Authority:

Marini Pietrantoni Muñoz LLC
MCS Plaza Suite 500, 255 Ponce de León Ave.
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmardini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

Counsel for the Official Committee of Unsecured Creditors:

Paul Hastings LLP
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New York, NY 10166
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Attn: Juan J. Casillas Ayala, Esq.,
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Alberto J.E. Añeses Negrón, Esq., aaneses@cstlawpr.com

Counsel for the Official Committee of Retired Employees:

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Attn: Robert Gordon, Esq., rgordong@jenner.com
Richard Levin, Esq., rlevin@jenner.com

Jenner & Block LLP
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Chicago, IL 60654
Attn: Catherine Steege, Esq., csteeg@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant Secretary of Central Accounting, Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary of Internal Revenue and Tax Policy angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Assistant Secretary of Internal Revenue and Tax Policy, Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>COFINA TITLE III</u>					
<u>Summary of Legal Fees for the Period April 1 through April 30, 2018</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Hermann D. Bauer	Member	Litigation	\$ 290.00	0.30	\$ 87.00
Ubaldo M. Fernandez Barrera	Jr. Member	Litigation	\$ 210.00	2.20	\$ 462.00
Daniel J. Perez Refojos	Associate	Litigation	\$ 180.00	0.20	\$ 36.00
	Totals			2.70	\$ 585.00
	Less: 10% Courtesy discount				\$ (58.50)
	SUMMARY OF LEGAL FEES				\$ 526.50
<u>COFINA TITLE III</u>					
<u>Summary of Disbursements for the Period April 1 through April 30, 2018</u>					
Description - Expenses			Amounts		
Duplicating			\$ 51.30		
	Totals				\$ 51.30
SUMMARY OF DISBURSEMENTS					\$ 51.30

<u>COFINA TITLE III</u>			
<u>Summary of Legal Fees for the Period April 1 through April 30, 2018</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
212	General Administration	0.30	\$ 87.00
218	Employment and Fee Applications	0.80	\$ 168.00
224	Fee Applications-O&B	1.40	\$ 294.00
225	Fee Applications-Proskauer	0.20	\$ 36.00
			\$ 585.00
	Less: 10% Courtesy Discount		\$ (58.50)
	TOTALS	2.70	\$ 526.50

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$473.85, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$51.30) in the total amount of \$525.15.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

May 3, 2018

FOMB IN RE COFINA TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

IN ACCOUNT WITH

250 LAKE MENDOZA RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE COFINA TITLE III

May 3, 2018
Bill #: 324415
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending April 30, 2018:

Client.Matter: P1702 - 0

RE: GENERAL

Total Professional Services	\$ 498.00
Less Discount	<u>\$ -49.80</u>
Net Professional Services	\$ 448.20
Total Reimbursable Expenses	<u>\$ 51.30</u>
TOTAL THIS INVOICE	\$ 499.50

O'NEILL & BORGES LLC

2250 LAKE MIDDLE RIVER, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

Client.Matter: P1702 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
4/02/18	UMF	224	Draft and finalize monthly fee statements for November, December and January of O'Neill & Borges, charts and invoices attached thereto.	1.40	210.00	294.00
4/09/18	UMF	218	Review draft of protective order on fee applications and analyze same for execution upon draft of email to A. Ashton on same matter.	.80	210.00	168.00
4/09/18	DJP	225	Draft and send email to Prime Clerk LLC informing of the filing of the Summary Sheet to Second Interim Fee Application of Proskauer Rose LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Attorneys for the Financial Oversight and Management Board for Puerto Rico, as Representative of the Debtor, the Puerto Rico Sales Tax Financing Corporation, for the Period October 1, 2017 through January 31, 2018, and corresponding Notice, and requesting service accordingly.	.20	180.00	36.00

TOTAL PROFESSIONAL SERVICES \$ 498.00

Less Discount \$ -49.80

NET PROFESSIONAL SERVICES: \$ 448.20

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
UBALDO M. FERNANDEZ BARRERA	2.20	210.00	462.00
DANIEL J. PEREZ REFOJOS	.20	180.00	36.00
Total	2.40		\$ 498.00

Bill #: 324415

May 3, 2018

EXPENSES

Date	Description	Amount
4/02/18	DUPLICATING - AS OF 4/02/18 (450 Copies @ \$.10)	45.00
4/03/18	DUPLICATING - AS OF 4/03/18 (16 Copies @ \$.10)	1.60
4/03/18	DUPLICATING - AS OF 4/03/18 (19 Copies @ \$.10)	1.90
4/03/18	DUPLICATING - AS OF 4/03/18 (15 Copies @ \$.10)	1.50
4/05/18	DUPLICATING - AS OF 4/05/18 (13 Copies @ \$.10)	1.30

TOTAL REIMBURSABLE EXPENSES \$ 51.30

TOTAL THIS INVOICE \$ 499.50

O'NEILL & BORGES LLC

May 3, 2018

FOMB IN RE COFINA TITLE III

RE: 17-00133-LTS BANK OF N.Y. MELLON V. COFINA-CGB

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

IN ACCOUNT WITH

250 LAKE MOUNTAIN DRIVE, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE COFINA TITLE III

May 3, 2018
Bill #: 324417
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending April 30, 2018:

Client.Matter: P1702 - 801

RE: 17-00133-LTS BANK OF N.Y. MELLON V. COFINA-CGB

Total Professional Services	\$ 87.00
VOLUME DISCOUNT	<u>\$ -8.70</u>
Net Professional Services	\$ 78.30
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 78.30

O'NEILL & BORGES LLC

2250 LAKE MUNICIPAL BLVD SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

Client.Matter: P1702 . 801

RE: 17-00133-LTS BANK OF N.Y. MELLON V. COFINA-CGB

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
4/03/18	HDB	212	Analyze Assured Guaranty Corp. and Assured Guaranty Municipal Corp.'s Informative Motion Regarding Recent Authority Supporting their Motion for Summary Judgment.	.20	290.00	58.00
4/03/18	HDB	212	Draft e-mail regarding deposition of Assured Guaranty Corp. and Assured Guaranty Municipal Corp.'s Informative Motion Regarding Recent Authority Supporting their Motion for Summary Judgment.	.10	290.00	29.00

TOTAL PROFESSIONAL SERVICES \$ 87.00

VOLUME DISCOUNT \$ -8.70

NET PROFESSIONAL SERVICES: \$ 78.30

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
HERMANN BAUER	.30	290.00	87.00
Total	.30		\$ 87.00

TOTAL THIS INVOICE \$ 78.30

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3283-LTS

THE COMMONWEALTH OF PUERTO RICO, *et al.* (Jointly Administered)

Debtors.¹

-----X

In re: PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of Case No. 17 BK 3284-LTS

PUERTO RICO SALES TAX FINANCING
CORPORATION (“COFINA”),

Debtor.

-----X

**COVER SHEET TO THIRTEENTH MONTHLY FEE APPLICATION OF
O’NEILL & BORGES LLC FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS TO
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR
PUERTO RICO, AS REPRESENTATIVE OF DEBTOR, PUERTO RICO SALES
TAX FINANCING CORPORATION FOR THE PERIOD OF
MAY 1, 2018 THROUGH MAY 31, 2018**

¹ The Debtors in these Title III Cases, along with each Debtor’s respective title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four (4) Digits of Federal Tax ID: 3747).

Name of applicant	O'Neill & Borges LLC ("O&B")
Authorized to provide professional services to:	Financial Oversight and Management Board, as Representative for the Debtor Pursuant to PROMESA Section 315(b)
Time period covered by this application:	May 1, 2018 through May 31, 2018
Amount of compensation sought as actual, reasonable and necessary:	\$139.05
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$0.00
Total amount for this invoice:	\$139.05

This is a: X monthly ___ interim ___ final application

This is O&B's thirteenth monthly fee application in these cases.

Principal Certification

I hereby authorize the submission of this Monthly Fee Statement for May 2018.

Jaime A. El Koury
General Counsel to the Financial Oversight and
Management Board for Puerto Rico

On July 9, 2018 sent to:

Counsel for the Oversight Board:

Proskauer Rose LLP
Eleven Times Square
New York, NY 10036
Attn: Martin J. Bienenstock, Esq.,
mbienenstock@proskauer.com
Ehud Barak, Esq., ebarak@proskauer.com

Proskauer Rose LLP
70 West Madison Street, Chicago, IL 60602
Attn: Paul V. Possinger, Esq.,
ppossinger@proskauer.com

Counsel for AAFAF:

O'Melveny & Myers LLP
Times Square Tower, 7 Times Square
New York, NY 10036
Attn: John J. Rapisardi, Esq., jrapisardi@omm.com
Suzanne Uhlend, Esq., suhland@omm.com
Diana M. Pérez, Esq., dperez@omm.com

Counsel for PR Fiscal Agency and Financial Advisory Authority:

Marini Pietrantoni Muñoz LLC
MCS Plaza Suite 500, 255 Ponce de León Ave.
San Juan, PR 00917
Attn: Luis C. Marini-Biaggi, Esq.,
lmagini@mpmlawpr.com
Carolina Velaz-Rivero, Esq., cvelaz@mpmlawpr.com

Office of the United States Trustee District of PR:

Edif. Ochoa, 500 Tanca Street, Suite 301
San Juan, PR 00901
Re: In re: Commonwealth of Puerto Rico

Counsel for the Official Committee of Unsecured Creditors:

Paul Hastings LLP
200 Park Avenue
New York, NY 10166
Attn: Luc. A. Despina, Esq.,
lucdespins@paulhastings.com

Casillas, Santiago & Torres, LLC
El Caribe Office Building, 53 Palmeras Street, Suite 1601
San Juan, PR 00901-2419
Attn: Juan J. Casillas Ayala, Esq.,
jcasillas@cstlawpr.com
Alberto J.E. Añeses Negrón, Esq., aaneses@cstlawpr.com

Counsel for the Official Committee of Retired Employees:

Bennazar, García & Millian, C.S.P.
Edificio Union Plaza, PH-A Piso 18, 416 Ave. Ponce de León
Hato Rey, PR 00918
Attn: A.J. Bennazar-Zequeira, Esq., ajb@bennazar.org

Jenner & Block LLP
919 Third Ave
New York NY 10022
Attn: Robert Gordon, Esq., rgordong@jenner.com
Richard Levin, Esq., rlevin@jenner.com

Jenner & Block LLP
353 N. Clark Street
Chicago, IL 60654
Attn: Catherine Steege, Esq., csteeg@jenner.com
Melissa Root, Esq., mroot@jenner.com

PR Department of Treasury:

PO Box 9024140
San Juan, PR 00902-4140
Attn: Reylam Guerra Goderich, Deputy Assistant of Central Accounting, Reylam.Guerra@hacienda.pr.gov
Omar E. Rodríguez-Pérez, CPA, Assistant Secretary of Central Accounting, Rodriguez.Omar@hacienda.pr.gov
Angel L. Pantoja-Rodríguez Deputy Assistant Secretary of Internal Revenue and Tax Policy angel.pantoja@hacienda.pr.gov
Francisco Parés-Alicea, Assistant Secretary of Internal Revenue and Tax Policy, Francisco.pares@hacienda.pr.gov
Francisco Pena Montanez, CPA, Assistant Secretary of the Treasury, Francisco.Pena@hacienda.pr.gov

Counsel for the Fee Examiner:

EDGE Legal Strategies, PSC
252 Ponce de León Av, Citibank Tower, 12th Floor
San Juan, PR 00918
Attn: Eyck O. Lugo, Esq., elugo@edgelegalpr.com

Godfrey & Kahn, S.C.
Onee East Main Street, Suite 500
Madison, WI 53703
Attn: Katherine Stadler, KStadler@gklaw.com

<u>COFINA TITLE III</u>					
<u>Summary of Legal Fees for the Period May 1 through May 31, 2018</u>					
Professional	Position/Title	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Ubaldo M. Fernandez Barrera	Jr. Member	Litigation	\$ 210.00	0.50	\$ 105.00
Daniel J. Perez Refojos	Associate	Litigation	\$ 180.00	0.20	\$ 36.00
Milagros Marcano Baez	Paralegal	Litigation	\$ 135.00	0.10	\$ 13.50
	Totals			0.80	\$ 154.50
	Less: 10% Courtesy discount				\$ (15.45)
	SUMMARY OF LEGAL FEES				\$ 139.05
<u>COFINA TITLE III</u>					
<u>Summary of Disbursements for the Period May 1 through May 31, 2018</u>					
Description - Expenses			Amounts		
			\$		-
	Totals				\$ -
	SUMMARY OF DISBURSEMENTS				\$ -

<u>COFINA TITLE III</u>			
<u>Summary of Legal Fees for the Period May 1 through May 31, 2018</u>			
Task Code	Matter Description	Total Billed Hours	Total Fees Requested
206	Documents Filed on Behalf of the Board	0.20	\$ 36.00
218	Employment and Fee Applications	0.50	\$ 105.00
219	Docketing	0.10	\$ 13.50
			\$ 154.50
	Less: 10% Courtesy Discount		\$ (15.45)
	TOTALS	0.80	\$ 139.05

O&B requests payment and reimbursement in accordance with the procedures set forth in the Interim Compensation Order (*i.e.*, payment of ninety percent (90%) of the compensation sought, in the amount of \$125.15, and reimbursement of one-hundred percent (100%) of expenses incurred, in the amount of \$0.00) in the total amount of \$125.15.

Professional Certification

I hereby certify that no public servant of the Department of Treasury is a party to or has any interest in the gains or benefits derived from the contract that is the basis of this invoice. The only consideration for providing services under the contract is the payment agreed upon with the authorized representatives of the Financial Oversight and Management Board for Puerto Rico. The amount of this invoice is reasonable. The services were rendered and the corresponding payment has not been made. To the best of my knowledge, O'Neill & Borges LLC does not have any debts owed to the Government of Puerto Rico or its instrumentalities.

s/Ubaldo M. Fernández
Ubaldo M. Fernández
O'Neill & Borges LLC
250 Muñoz Rivera Ave., Ste. 800
San Juan, PR 00918-1813
Tel: (787) 282-5786
Fax: (787) 753-8944

Exhibit A

O'NEILL & BORGES LLC

June 5, 2018

FOMB IN RE COFINA TITLE III

RE: GENERAL

Enclosed please find our bill for professional services rendered and reimbursable expenses.
Should you have any questions concerning the attached bill, please do not hesitate to contact us. Your prompt payment would be greatly appreciated.

Sincerely Yours,

CARLA GARCIA BENITEZ

IN ACCOUNT WITH

2570 LA VIE MONTANA RIVERA, SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

O'NEILL & BORGES LLC

FOMB IN RE COFINA TITLE III

June 5, 2018
Bill #: 326791
Billing Attorney: CGB

BILLING SUMMARY

For Professional Services Rendered and Reimbursable Expenses for the period ending
May 31, 2018:

Client.Matter: P1702 - 0

RE: GENERAL

Total Professional Services	\$ 154.50
Less Discount	<u>\$ -15.45</u>
Net Professional Services	\$ 139.05
Total Reimbursable Expenses	<u>\$.00</u>
TOTAL THIS INVOICE	\$ 139.05

O'NEILL & BORGES LLC

2500 LAKE MIDDLE RIVER RD SUITE 800
SAN JUAN, PR 00918-1813
TEL. (787) 764-8181
FAX (787) 753-8944

Client.Matter: P1702 . 0
RE: GENERAL

PROFESSIONAL SERVICES

Date	Atty	Task	Description	Hours	Rate	Amount
5/18/18	UMF	218	Draft monthly fee application for February and March 2018 COFINA Title III legal fees.	.50	210.00	105.00
5/25/18	DJP	206	File the Debtors' Response to (I) Motion for Extension of Bar Date to File Proofs of Claim and (II) Response of Official Committee of Unsecured Creditors, and supporting exhibits, through the court's electronic filing system in case 17-3284.	.20	180.00	36.00
5/29/18	MMB	219	Docket court notice received by email dated May 25, 2018, regarding deadline to file proofs of claim in 17-3284 - H. Bauer, U. Fernandez, D. Pérez.	.10	135.00	13.50

TOTAL PROFESSIONAL SERVICES	\$ 154.50
Less Discount	<u>\$ -15.45</u>
NET PROFESSIONAL SERVICES:	\$ 139.05

SUMMARY OF PROFESSIONAL SERVICES

Name	Hours	Rate	Total
UBALDO M. FERNANDEZ BARRERA	.50	210.00	105.00
DANIEL J. PEREZ REFOJOS	.20	180.00	36.00
MILAGROS MARCANO BAEZ	.10	135.00	13.50
Total	.80		\$ 154.50

TOTAL THIS INVOICE **\$ 139.05**